

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

RED BARN MOTORS, INC.,
PLATINUM MOTORS, INC.,
MATTINGLY AUTO SALES, INC.,
YOUNG EXECUTIVE MANAGEMENT &
CONSULTING SERVICES, INC.,
Individually, and on behalf
of other members of the
general public similarly
situated,

Plaintiffs,

Docket No.

1:14-cv-01589-TWP-DKL

vs.

COX ENTERPRISES, INC.,
COX AUTOMOTIVE, INC.,
NEXTGEAR CAPITAL, INC. f/k/a
DEALER SERVICES CORPORATION,
successor by merger with
Manheim Automotive Financial
Services, Inc., and JOHN WICK,
Defendants.

Class Action

The deposition upon oral examination of
ADAM GALEMA, a witness produced and sworn before me,
Paula A. Morgan, Notary Public in and for the County
of Hamilton, State of Indiana, taken on the 10th day
of November, 2016, in the offices of Bose, McKinney &
Evans, 111 Monument Circle, Suite 2700, Indianapolis,
Marion County, Indiana, pursuant to the Federal Rules
of Civil Procedure. This deposition was taken on
behalf of the Plaintiffs in the above-captioned
matter.

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1 A D A M G A L E M A, the witness herein, having
2 been first duly sworn to tell the truth, the whole
3 truth, and nothing but the truth, was examined and
4 testified as follows:

5 EXAMINATION,

6 QUESTIONS BY MR. AIREY:

7 Q Good morning, Mr. -- and how do you pronounce your
8 last name?

9 A Galema.

10 Q Okay. My name is Jake Airey, and I represent the
11 plaintiffs in this case, Red Barn Motors case. Could
12 you state your name for the record.

13 A Adam Galema.

14 Q And what's your address?

15 A 4913 Rustling Ridge Court.

16 Q Have you ever given a deposition before?

17 A No.

18 Q Okay. Basically, I'm going to be asking you
19 questions, and then you'll give me an answer. If you
20 don't understand my question, please feel free to ask
21 me to rephrase it or you didn't understand it.

22 A Okay.

23 Q If you give me an answer, I'm going to assume that
24 you understood my question. We have the court
25 reporter here who is taking down everything we say,

1 so we can't talk over one another, and we also have
2 to -- or you also have to give verbal responses. Do
3 you understand?

4 A Sure.

5 Q All right. Have you ever testified as a witness
6 before?

7 A Yes.

8 Q What was that case?

9 A It was a case several years ago involving another
10 dealer of ours.

11 Q What was that dealer's name?

12 A Autobahn Motors.

13 Q Where were they located?

14 A I can't recall.

15 Q Do you remember where the court was?

16 A It was here.

17 Q What did that matter involve?

18 A It was around just the fees and interest being
19 charged to them.

20 Q Autobahn Motors was complaining about the fees that
21 were being charged to them?

22 A I can't recall exactly their grounds, but that was
23 the basis of it.

24 MR. COMAN: I'm sorry to stop. Kerry just sent
25 me a note. She said she can hear Jake but not Adam.

1 MR. VINK: Maybe if Adam speaks up a little bit.

2 MR. COMAN: Thank you. I'm sorry.

3 MR. VINK: That's fine.

4 Q Do you remember what the outcome of the litigation
5 was?

6 A Yes. It was in our favor.

7 Q Is that the only time you've testified?

8 A Yes.

9 Q I take it you've never testified as an expert witness
10 before?

11 A Other than that case.

12 Q Okay. What's your background, as far as education?

13 A Graduated from Anderson University in 2001 and also
14 have a master's degree from Liberty University.

15 Q Where is Anderson University?

16 A It's in Anderson, Indiana.

17 Q And what was your degree in from Anderson?

18 A Accounting.

19 Q And is your master's in accounting as well?

20 A Yes.

21 (Conference room telephone rings.)

22 MR. COMAN: Can we go off the record.

23 (A discussion was held off the record.)

24 Q Before we took that brief break you were explaining
25 you have a master's in accounting from Liberty

1 University?

2 A Correct.

3 Q Are you a CPA?

4 A No.

5 Q Have you ever attempted to sit for the CPA exam?

6 A Not the CPA exam.

7 Q What certifications do you have?

8 A I have my CMA.

9 Q And what's that?

10 A Certified Management Accountant.

11 Q What's the difference between that and a CPA?

12 A The CMA is more geared towards business finance and
13 accounting. CPA would be geared more towards public
14 accounting.

15 Q So, CMA, you are basically in-house, inside of a
16 business working?

17 A Sure.

18 Q What year did you get that?

19 A I believe that was around 2004.

20 Q What are the requirements for that designation?

21 A You have to have, I believe, 150 credit hours,
22 experience in the business world as well. There's
23 also CE requirements annually.

24 Q What kind of CE requirements are there?

25 A Thirty hours. I believe, of that, two need to be in

1 ethics.

2 Q And are those classes similar to the CPA classes, or
3 are they just geared more toward the CMA designation?

4 A They can be anything.

5 Q Talk about your job history. Did you work at any
6 place while you were in college?

7 A Just odd jobs on campus at college. Nothing --

8 Q How about when you were getting your master's degree?

9 A Yeah, I worked for DSC.

10 Q And have you continuously worked for DSC since --
11 would that have been 2001?

12 A No.

13 Q What did you do when you worked at DSC while you were
14 getting your master's degree?

15 A I was in the controller position at that time.

16 Q What year was that?

17 A That would have been two thousand -- that was 2009
18 through 2010, 2011.

19 Q When did you get your master's in accounting?

20 A Same.

21 Q 2009 through 2010?

22 A Yeah.

23 Q So after you graduated in 2001, what did you do?

24 A I worked for Enterprise Rent-A-Car.

25 Q What did you do there?

1 A I was in the accounting department.

2 Q What was your job title?

3 A Staff accountant.

4 Q How many years did you work there?

5 A I worked there four years.

6 Q Until roughly 2005?

7 A Correct.

8 Q Then where did you go? DSC?

9 A Yes.

10 Q What was your first job at DSC?

11 A Accounting manager.

12 Q What did you do as the accounting manager?

13 A Main functions involved AP, month-end close, you
14 know, journal entries, balance sheet reconciliations,
15 just general accounting responsibilities.

16 Q In your capacity as account manager, did you have
17 interactions with the dealer customers?

18 A No.

19 Q Did you supervise anybody in that position?

20 (Conference room telephone rings.)

21 MR. AIREY: Can we go off the record.

22 (A discussion was held off the record.)

23 Q Did you supervise anybody as the accounting manager?

24 A Yes.

25 Q How many people did you supervise?

1 A Three or four.

2 Q And what did those people do?

3 A They were booking journal entries, processing
4 accounts payable, more the day-to-day accounting
5 functions.

6 Q And then the information that they would enter,
7 that's what you would use to do your month-end close?

8 A Correct.

9 Q Who did you report to when you were the accounting
10 manager? Who was your boss?

11 A The name?

12 Q Yes.

13 A Dave Horan.

14 Q And what's his job title?

15 A He was controller at that point.

16 Q And the reports that you would give at that time,
17 what did they generally consist of? What information
18 would be contained within the reports?

19 A Just your basic finance reports, income statement,
20 balance sheet, cash flow.

21 Q Would there be anything about how many dealers were
22 in default or any of that type of information?

23 A Not at that point, no.

24 Q When you say "at that point," you meant while you
25 were in this job position, or you meant as far as

1 those monthly reports?

2 A As far as in that position, during that time frame.

3 Q Okay. So you wouldn't have had anything to do with
4 any dealer defaults or anything around that time in
5 this position?

6 A No.

7 Q How many years were you the account manager?

8 A Four.

9 Q So roughly until 2009?

10 A Correct.

11 Q And that's when you became the controller?

12 A Yes, correct.

13 Q How did that -- I'm assuming that's an upgrade or a
14 promotion. How did your duties increase related to
15 that position?

16 A In that position you have more oversight and
17 responsibility for the financial statements of the
18 company. It was more involved. Led the budgeting
19 and forecasting process. I was heavily involved in
20 the treasury functions of the company.

21 Q What do you mean by "treasury functions"?

22 A Sure. Just the -- for one, the daily movement of
23 cash and the relationships that we have with our
24 banks.

25 Also, the securitization facilities that we have

1 to fund the business.

2 Q Who are those security facilities through, or who are
3 they with?

4 A At that point we had, I believe -- I believe we just
5 had a term note. That would have been with many
6 investors that we don't have -- we're not privy to
7 that information. We traded, you know, every day.
8 We don't know what that activity looks like.

9 Q And how long were you the controller?

10 A That would have been, I guess, roughly six years.

11 Q So just until last year?

12 A Correct.

13 Q What month, if you recall?

14 A January 1 of '15.

15 Q When you were the controller, who did you report to?

16 A I reported to our CFO.

17 Q And who was that?

18 A We had two.

19 Q Okay.

20 A First one would be Marty McFarland, and then Dave
21 Horan again.

22 Q And did you prepare monthly reports as well for the
23 CFO to review?

24 A Yes.

25 Q What were in those reports?

1 A Again, just general financial statements, analysis
2 behind that, you know, variance analysis, those sorts
3 of things.

4 Q Did you say variance analysis?

5 A Sure.

6 Q What is that?

7 A When you think about actual expenses versus budget or
8 actual revenue versus budget.

9 Q So is it safe to say this is on a more macro level
10 than on an individual dealer, how much money he's
11 being lent at a particular time?

12 A Yeah. I mean, we have, I mean, currently, over
13 21,000 dealers. So it's not a dealer-by-dealer
14 financial statement. Sure.

15 Q Who prepares or would prepare a dealer-by-dealer
16 financial statement?

17 A They don't exist in the sense of a -- we don't have
18 21,000 individual financial statements that roll up
19 into a consolidated one. Maybe rephrase.

20 Q Okay. Maybe financial statement wasn't the best. I
21 guess who would prepare an individual account
22 statement for a dealer if a dealer called up and
23 said, hey, I want to know what the current status of
24 my account is since I've started working with you or
25 started using you?

1 MR. VINK: Just to be clear, what time frame are
2 we talking about?

3 Q Let's go with now, and then we'll go back.

4 A Okay.

5 Q Actually, let's use this time frame since that's --
6 this would be pre-2015, when you were the controller.

7 A Controller?

8 Q Yes.

9 A Okay. I mean, the dealer could access reports
10 himself. He could speak with his account executive.
11 He could also speak with someone in our call center.

12 Q That's not something that your department would
13 handle, for lack of a better term?

14 A Correct.

15 Q So I understand from your affidavit you're now the
16 vice president of finance?

17 A Correct.

18 Q What do you do in that role?

19 A It's a lot of the same responsibilities that I just
20 kind of walked through, just at a higher level. So
21 much more -- just deeper involvement in financial
22 statement analysis, presentations, deeper
23 relationships with our banks and securitization
24 processes. Again, the budgeting and forecasting is
25 part of my responsibility. Again, a lot of the same

1 functions, just at a higher level.

2 Q Who reports to you?

3 A I have approximately twenty direct reports. Not all
4 direct. Excuse me. Indirect as well.

5 Q Does the controller report to you now?

6 A Now we have a different structure. We have a
7 director of accounting and a director of FP&A, which
8 is financial planning and analysis.

9 Q Who does the controller report to now?

10 A There is no controller.

11 Q Okay. Is there a CFO now?

12 A Yes.

13 Q Who is that?

14 A Dave Horan.

15 Q And do you report to him?

16 A I do.

17 Q He's your direct report?

18 A He is my direct supervisor, yes.

19 Q Do you have other people that you also have to report
20 to in your position?

21 A No.

22 Q And now, with your position now, I would also assume
23 you don't speak with dealers?

24 A No.

25 Q Okay. And is that true for your entire time at DSC,

1 that you don't speak with dealers?

2 A Correct.

3 Q How about the sales representatives? Do you speak
4 with them?

5 A Sure.

6 Q What types of conversations do you have with them?

7 A They are very few and far between. Generally, it's a
8 question they may ask concerning the status of a
9 vehicle or why something happened the way it did in
10 the system.

11 Q Why are they asking you that question?

12 A Well, they're not necessarily asking me directly
13 right now, currently. But they would ask either
14 myself or my team because we have the knowledge of
15 the business and the knowledge of the system and how
16 it works.

17 Q So they're calling you if there's maybe a specific
18 issue with a certain vehicle?

19 A They could. We are not the go-to operational, you
20 know, call center. We're the finance team.

21 Q And that's something I was just trying to get at. If
22 I was a salesperson and I had an issue with a dealer,
23 I wouldn't be calling you. I would be calling
24 somebody else first, correct?

25 A Correct.

1 Q Who would I call, if you know?

2 A It could vary. I mean, they could call their
3 supervisor. They could call in to our call center.
4 They have, you know, the operational knowledge and
5 could help them through that potential issue or
6 question they have.

7 Q So in your positions, or at least your position now,
8 and maybe since you've been with the company, you've
9 been primarily concerned with obtaining the funding
10 or the funds that NextGear/DSC then lends out to the
11 dealers?

12 A It's part of my job function, yeah.

13 Q Do you do work more on the -- obtaining the funds and
14 managing the funds and the budgeting process of DSC
15 versus actually interacting with the individual
16 accounts where that money's being lent to?

17 A That would be fair, yes.

18 Q Okay. Who is more over the individual accounts of
19 the dealers? Who are making those types of
20 decisions?

21 A What decisions?

22 Q Well, how much money they can borrow or if there's an
23 issue with the account.

24 A Sure. If you're talking about how much they can
25 borrow, that's going to run through our lending

1 department.

2 Q Do you supervise that?

3 A No.

4 Q Who does, if you know?

5 A We have a vice president of lending.

6 Q Who is that?

7 A His name is Patrick Inks, I-N-K-S.

8 Q You do monthly reports as well now too, correct?

9 A Correct.

10 Q And those are to the -- to Mr. Herman?

11 A Horan?

12 Q Horan, I'm sorry.

13 A He's one of the recipients, sure.

14 Q These reports wouldn't have an individual sales
15 figure from a particular dealer, correct?

16 A No.

17 Q It's more of a compilation of everything that's
18 happened in that month company-wide?

19 A Correct.

20 Q Would these figures contain an average transaction
21 amount, or is it even a higher level than that?

22 A Sure. No, we -- part of our analysis is to look at
23 average metrics within the portfolio.

24 Q Would it have credit utilization rates of the dealers
25 or an average credit utilization rate?

1 A We would have a consolidated utilization rate, yes.

2 Q How about an average interest rate?

3 A Yes.

4 Q And an average number of days financed for vehicles?

5 A Yes.

6 Q And you could determine an average daily finance rate
7 throughout the portfolio as well, too, correct?

8 A Sure, you could get there.

9 Q And even an average amount of interest that
10 NextGear/DSC earned for that particular day?

11 A Yeah, you could derive that from the financial
12 statements.

13 Q Does NextGear ever get to a point where it doesn't
14 have any more funds to offer dealers? Or is that
15 part of your job to manage, to make sure there's a
16 constant credit facility that's open.

17 A Yeah. I mean, there is a limit to the funding that
18 we have available to us, yes.

19 Q Do you report to anyone at Cox Enterprises, Inc.?

20 A Directly? No.

21 Q How about indirectly?

22 A At Cox Enterprises? No.

23 Q How about Cox Automotive, Inc.?

24 A Indirectly, yes.

25 Q And how is it indirectly?

1 A Just in the sense that we are one business unit
2 underneath the Cox Automotive umbrella, if you will.

3 Q Do you know what the other business units are under
4 Cox?

5 A I know a few of them.

6 Q What would they be?

7 A I wouldn't know all of them. Manheim, Kelley Blue
8 Book, Autotrader, vAuto, VinSolutions. Do you want
9 me to --

10 Q Do you know more?

11 A An exhaustive list of everything I know?

12 Q This is a lot, I guess, huh?

13 A Yeah.

14 Q How many more are there?

15 A I believe there are approximately 40 total companies
16 underneath Cox Automotive.

17 Q Do you know who at Cox Automotive would be your
18 indirect report?

19 A Sure.

20 Q Who is that?

21 A You know, my boss, Dave Horan, reports to the CFO of
22 Cox Automotive.

23 Q Who is that?

24 A Neil Johnston.

25 Q And do you have interaction with him, with

1 Mr. Johnston?

2 A Yeah.

3 Q What types of interactions do you have?

4 A Nothing frequent. More just if, you know, we're in
5 the same place, he's visiting us or I'm visiting down
6 there.

7 Q Where are they located?

8 A Atlanta.

9 Q Do you go there frequently?

10 A Three, four times a year.

11 Q What do you do when you go there?

12 A Generally, it's part of an overall Cox Automotive
13 function, perhaps for the finance group.

14 Q Do they put on training events?

15 A No, I wouldn't call them that.

16 Q Do you discuss budgeting issues with Cox Automotive?

17 A I discuss NextGear budgeting issues with Cox
18 Automotive.

19 Q And do they, ultimately, have to approve the budgets
20 for NextGear?

21 A Yes.

22 Q Earlier you discussed a little bit about where
23 NextGear, or I guess it was DSC at the time, got its
24 funds from that it loans out to the dealers. And you
25 said that it was a sort of private placement, I

1 guess, or publicly traded-type financial instruments?

2 A Not publicly traded, no.

3 Q Privately traded?

4 A Yeah.

5 Q Is that the same now as well, too?

6 A Yes.

7 Q Okay. So various companies and individuals would be
8 able to buy a debt package?

9 A It's a 144A transaction, so only investment companies
10 can participate.

11 Q I'm going to turn to the affidavit that you at least
12 signed in this case. Are you familiar with this
13 document?

14 MR. VINK: Are you going to mark this as an
15 exhibit?

16 MR. AIREY: I wasn't going to.

17 MR. VINK: Okay.

18 A Yes, I'm familiar.

19 Q Okay. How did this document come about? Why were
20 you asked to draft this document?

21 A I was asked to --

22 MR. VINK: Before you answer that question, make
23 sure that you don't divulge anything that was
24 communicated to you by counsel related to signing
25 this declaration. That would be protected by the

1 attorney-client privilege.

2 Q Right. And I should have said that before. I don't
3 want to know anything that they asked you. And if
4 that's the only reason that you have for why you did
5 it, which wouldn't be surprising, then, you know,
6 that will be your response. I understand that.

7 A Well, are you asking why I'm here or why I signed
8 this?

9 Q How about this. Do you know why you were chosen to
10 draft this affidavit?

11 A Yes.

12 Q Okay. Why is that?

13 A Because I have knowledge of how floorplanning works
14 and how the system operates and how we calculate the
15 revenue that we generate.

16 Q But as far as the individual dealers that are
17 mentioned in this affidavit, like Red Barn and
18 Platinum and Mattingly, did you know about those
19 prior to drafting this affidavit?

20 A Yes, I've heard of them.

21 Q Did you have any interaction with or any -- I guess
22 "interaction" is the best word. Did you have any
23 interaction with their accounts for Red Barn,
24 Mattingly, or Platinum when you were in any of your
25 various positions with DSC?

1 A Direct interaction, no.

2 Q How about indirect?

3 A Sure.

4 Q What would that be?

5 A It would have been part of the analysis that we do on
6 dealers who default and charge off.

7 Q But you wouldn't have called up someone at Red Barn
8 and said, hey, what's going on here, why are you
9 defaulting, correct?

10 A Correct.

11 Q And same with Mattingly or Platinum?

12 A Correct.

13 Q So you may have interaction with their account here
14 in Indiana but not actually with any of these
15 dealers, specifically with themselves, or with those
16 dealers?

17 A I would not communicate directly with the dealer, no.

18 Q Now, did you actually physically write every word in
19 this affidavit?

20 A No.

21 Q Okay. Who did?

22 A It's my understanding our legal team.

23 Q As far as the exhibits that are attached to this
24 affidavit, did you pick which exhibits to put on this
25 affidavit?

1 A No.

2 Q I'm going to hand you what was marked as Exhibit B to
3 your affidavit. This document has "NextGear Capital"
4 written on the top of it.

5 A Correct.

6 Q Correct? So it's fair to say that this would have
7 been produced after the merger between DSC and
8 Manheim and -- with Cox, correct?

9 A Correct.

10 Q Do you know if this document was produced
11 specifically for this litigation?

12 A Yes.

13 Q It was specifically --

14 A It was.

15 Q Okay. Did you create this Exhibit B?

16 A I did not.

17 Q Do you know who did?

18 A Yes.

19 Q Who?

20 A Our technology team.

21 Q Did you supervise them when they created it?

22 A I do not have direct supervision of them.

23 Q So you didn't ask them to create this document?

24 A Myself directly? No.

25 Q Did you have any input in the information that was

1 put in this document?

2 A Yes.

3 Q Okay. So it's fair to say that you asked them to
4 create a document with these columns on it?

5 A I did not ask them, but I was involved in reviewing
6 and testing the accuracy.

7 Q Other than your counsel, who else assisted you in
8 producing Exhibit B?

9 A I can't recall exactly who was involved in the
10 development of it. The only other person I can think
11 of is a gentleman, Lucas Hancock.

12 Q Is he an IT person?

13 A No.

14 Q What does he do?

15 A He's senior director of customer experience.

16 Q Do you know what he does in that role?

17 A Yeah. He manages our call center.

18 Q Now, prior to the Manheim and DSC merger, had you
19 ever reviewed Manheim Financial Services' promissory
20 notes?

21 A No.

22 Q How about any Manheim documents, like security
23 agreements, financial agreements?

24 A No. We are competitors.

25 Q So it's fair to say that the first time you would

1 have reviewed those documents would have been in
2 drafting this affidavit?

3 MR. VINK: Object to the form. You can answer.

4 Q Well, let me ask it another way. When was the first
5 time that you reviewed any documents from Manheim
6 Financial Services, which I'll call MAFS for short.

7 A Sure. In this case. I mean, we did not have any
8 involvement in MAFS documents.

9 Q Even after the merger you didn't go and look and see
10 what they were doing versus what DSC was doing?

11 A I did not review a particular legal document of MAFS
12 and compare it to what DSC was doing.

13 Q Have you done that comparison for this litigation?

14 A Have I done that?

15 Q Correct.

16 A I am not an attorney, so I've not reviewed and, you
17 know, compared every single -- I have not done that.

18 Q Okay. So you didn't go through and say what was
19 different between a MAFS document and a NextGear or
20 DSC document?

21 A No.

22 Q You said that right now NextGear has about 21,000
23 dealers?

24 A Correct.

25 Q Do you know, on a year-by-year basis, approximately

1 how many dealers DCS would have had -- I'm sorry, DSC
2 would have had in, let's say, 2007?

3 A I can't recall exactly. If I had to estimate, it
4 would be six to eight thousand.

5 Q How about in 2005? Would you know then?

6 A That was the first year of DSC, so --

7 Q Okay. How about 2008?

8 A Roughly the same, six to eight thousand.

9 Q And would that be the same up until the merger?

10 A Correct.

11 Q Okay. So with the merger you took on all of -- or
12 NextGear was created to take on all of MAFS customers
13 as well as DSC customers under one company?

14 A Correct.

15 Q And so did MAFS have more customers than DSC?

16 A I believe they did, yes.

17 Q You said six to eight thousand customers per year.

18 Are they the same six to eight thousand customers
19 every year?

20 | A No.

21 Q What's the turnover rate of customers that would
22 maybe use the floorplan in 2007 versus 2008?

23 A I can't speak specifically to the turnover rate back
24 then. As an estimate, we could potentially turn
25 over, back then, maybe a hundred accounts each month.

1 Q When you say "turn over," what do you mean by that?

2 A They could leave our relationship voluntarily. They
3 can move to another financier, another lender. They
4 could also default on their account and be charged
5 off.

6 Q Do you know what the default rate would have been in
7 2007?

8 A I don't know exactly. You know, it's going to be
9 somewhere around 5 percent of our dealers.

10 Q Is that per year or per month?

11 A It's an annual list.

12 Q Did that number stay true throughout 2008, 2009,
13 2010?

14 A I can't speak to that. I don't have, obviously, the
15 information in front of me. But it would not have
16 varied significantly other than -- you know, during
17 '08, '09, with the economic downturn, we did
18 experience larger losses.

19 Q So maybe more than 5 percent in '08, '09?

20 A Sure. I think you would find that everywhere.

21 Q With the six to eight thousand customers that DSC
22 would have had, did those customers also use MAFS as
23 well?

24 A Some of them could.

25 Q Do you know, was it common in the industry to have

1 two different sources for floorplanning?

2 A Sure.

3 Q And, generally, would a dealer use one maybe as the
4 primary and another one as a secondary line?

5 A Potentially, yes.

6 Q Do you know how common that would be? Is it the
7 common practice to have one as the floorplan that you
8 would use more and then another one that you would
9 maybe use less, with a lower amount?

10 A Each dealer would be different. They could operate
11 how they choose, obviously. But, sure, they could
12 have one main and, you know, another secondary.

13 Q I went over your work history, but you've never
14 worked at a used car dealer before, have you?

15 A No, I have not.

16 MR. AIREY: Okay if we take a short break?

17 MR. VINK: Sure.

18 (A recess was taken.)

19 Q We were discussing the affidavit that you've signed
20 and has been filed in this matter. Other than your
21 attorneys, did you discuss this affidavit with anyone
22 else?

23 A No.

24 Q No one at NextGear?

25 A No.

1 Q Have you discussed the lawsuit with anyone at
2 NextGear?

3 A No.

4 MR. VINK: Other than counsel?

5 MR. AIREY: Correct, other than counsel.

6 A No.

7 Q Now, in the affidavit, if you look at paragraph 9,
8 could you read that for me.

9 A "From January 2005 through July 2013, various
10 customers of MAFS and DSC signed materially different
11 versions and subsets of MAFS' and/or DSC's respective
12 agreements."

13 Q Now, I think you said earlier that -- obviously,
14 you're not an attorney, correct?

15 A Correct.

16 Q And you weren't working at the company until 2007?

17 A No, that's not correct.

18 Q I'm sorry. You started working at the company in
19 2005, correct?

20 A Correct.

21 Q Okay. Now, since you've been working at the company
22 in 2005, have you had any input in the drafting of
23 any of the contracts that the customers would sign?

24 A No.

25 Q Have you reviewed those contracts prior to them being

1 used by DSC or NextGear?

2 A In their drafting phase? No.

3 Q So you didn't have any input in what went into an
4 individual contract?

5 A No.

6 Q Have you participated in any training sessions with
7 the sales representatives regarding the contracts?

8 A No.

9 Q Have you designed any materials for the sales
10 representatives regarding any training that they
11 would have?

12 A No.

13 Q Do you know who at either NextGear or DSC was in
14 charge of training the sales representatives?

15 A Our operations teams.

16 Q But that wasn't within your sphere of operations?

17 A That's correct.

18 Q Now, have you gone through and looked at the
19 different contracts to try to figure out whether
20 there were different versions or subsets of them?

21 A Again, I've not done a deep dive into each of the
22 documents, but I am aware that we have had multiple
23 versions of the contract.

24 Q What is your understanding of the differences between
25 the different contracts?

1 A The different contracts for DSC and NextGear?

2 Q For -- let's say from January 2005 to January -- I
3 guess let me rephrase this.

4 How many different versions of the promissory
5 notes did NextGear or DSC -- or, I guess, DSC have?

6 A I believe we may have had around three, as DSC.

7 Q As far as the different versions of the contracts,
8 are you aware of when DSC starts to charge interest
9 to a dealer on a transaction?

10 A Yes.

11 Q Could you explain that to me?

12 A Well, it could vary, but, generally, it happens on
13 the floorplan date.

14 Q And is the floorplan date a defined term in all the
15 three different versions of the DSC contracts?

16 A I'm not -- I couldn't answer that.

17 Q When is the floorplan date? What is your
18 understanding of when the floorplan date would be?

19 A Again, it could vary. But in the example of a dealer
20 buying a car at an auction, the floorplan date would
21 be that date that he bought the car.

22 Q So interest would be charged from the date that the
23 dealer bought the car from the auction?

24 A In that scenario, yes.

25 Q Okay. And that process is true regardless of what

1 version of the contract that DSC had, these three
2 versions that you're aware of?

3 A It's my understanding, yes.

4 Q Are you aware of the language in the contract that
5 would allow for the interest to be charged from the
6 floorplan date?

7 MR. VINK: Object to the form. Calls for a legal
8 conclusion. But you can answer, to the extent you
9 can.

10 Q And I understand you're not an attorney. If you
11 don't feel comfortable answering it, that's fine.

12 A Correct. I'm not an attorney. But general knowledge
13 of that definition, of an advance, would indicate
14 that the time the loan is made, that that's the date
15 of the advance.

16 Q Now, in the example that you gave, you talked about
17 from an auction. Would there be a different time
18 that interest would start to be charged to a dealer
19 if it was a non-auction vehicle?

20 A Sure.

21 Q Okay. And what happens in that instance?

22 A The flooring date, floorplan date, would be the date
23 that the floorplan is entered into our system. And
24 we would begin charging interest on that date for a
25 unit not purchased at an auction.

1 Q And what's the date that is entered into the system?

2 A In that scenario, for a non-auction purchase, it
3 would be the date that we receive that floorplan
4 information, bill of sale, et cetera, from the
5 dealer.

6 (Deposition Exhibits 1 through 7 were marked for
7 identification.)

8 Q I'll hand you a stack of documents here. I do have
9 these marked. I've got these kind of backwards, but
10 that's 7. I apologize. The staple came out. Here's
11 6. This is 5, 4, 3, 2, 1.

12 You're familiar with the discovery requests that
13 were asked in this case?

14 A Generally.

15 Q One of the requests that we asked for were examples
16 of the contracts of the various years that DSC used
17 during the -- for floorplanning. Exhibit 1 -- let's
18 see. If we can look back on page -- it's NG004848.

19 A (The witness complies.)

20 Q Right above the redaction box it appears to indicate
21 that this is a November 20, 2005, contract?

22 A Mine says May 20.

23 Q I'm sorry. May 20, 2005. As far as in 2005, to your
24 knowledge, would this be an accurate representation
25 of the contract that DSC used with its dealers?

1 A Yeah, I would have no reason to believe it would not
2 be.

3 Q Now, on -- let's see. It's the second page of the
4 document, first page of the promissory note. Under
5 1(a) there's a definition of "advance." Is that the
6 definition that you were discussing earlier when you
7 talked about loans?

8 A Correct.

9 Q Could you read that for me?

10 A "'Advance' shall mean all loans or payments pursuant
11 to this Note made by DSC to Dealer or on Dealer's
12 behalf to any third party."

13 Q In your affidavit, on page 2, paragraph 15, that
14 paragraph generally states what you told me earlier,
15 that when NextGear pays an auction direct -- or,
16 sorry.

17 That the date NextGear conveys funds for a
18 vehicle varies by transaction type and source,
19 correct? First paragraph of that statement.

20 A Yeah, that statement is true.

21 Q Okay. It's also true that for the auction
22 vehicles -- for dealers that buy cars at auction,
23 NextGear charges interest to the dealer on the day
24 that the dealer purchases the car from the auction,
25 correct?

1 A Generally, yes.

2 Q You said "generally." When would they not?

3 A It could be, you know, if a dealer buys a car at
4 auction and then three months later floorplans it
5 with us, we're not going to backdate interest to the
6 date that it was sold or purchased.

7 Q I'm sorry. Could you explain that example a little
8 bit more?

9 A Sure. I mean, a dealer buys a car, and he could pay
10 with cash.

11 Q Okay.

12 A And then two, three, four months later he might
13 choose to put it on his floorplan to free up that
14 cash.

15 Q So if a dealer buys a car at auction using the
16 NextGear or DSC floorplan, then, at that time, the
17 date that the dealer purchases that vehicle is the
18 date that interest begins to run?

19 A Correct.

20 Q Are you aware of anywhere in the contract where it
21 makes a distinction between vehicles that are bought
22 at an auction and vehicles that are bought at -- or
23 vehicles that are owned by the dealer?

24 MR. VINK: Object to the form. You can answer.

25 A I don't know.

1 Q With the -- let's see. It's Exhibit B to your
2 affidavit that I handed you. I think I gave it to
3 you earlier.

4 A Yes. Sorry.

5 Q Okay. In the far left column there's -- -- on the
6 first page, about halfway down, it says "Total for"?

7 A Correct.

8 Q Do you know what that "Total for" means?

9 A That is the total of the transactions that were
10 funded on that particular date.

11 Q So that's the day that NextGear funded the
12 transaction to the auction or buyer in this case?

13 A It is the date that NextGear sent cash to the
14 auction.

15 Q Now, the day that NextGear sends cash to the auction
16 is, in many cases, days and even weeks later than the
17 actual day that the dealer buys from the auction,
18 correct?

19 A Sure.

20 Q And in some instances a dealer can purchase the
21 vehicle at auction, sell that vehicle, send funds to
22 NextGear before NextGear actually pays the auction as
23 well, correct?

24 A That is possible.

25 Q In the affidavit you indicate that there's a dealer

1 that has a \$40 million line of credit with NextGear?

2 A Yes.

3 Q Who is that?

4 A We have -- I don't know who exactly has the \$40
5 million line of credit. That's just a range given.

6 Q That's just something you looked on a computer system
7 somewhere to see what the max range was, without
8 actually knowing who it was?

9 A Yeah. I mean, it's all information within our
10 system.

11 Q How many dealers have a \$40 million line of credit,
12 do you know?

13 A We only have a couple that are in that -- at that
14 level.

15 Q Do you know what the average credit limit, credit
16 line is for a dealer?

17 A Yeah. The mathematical average is approximately
18 \$300,000 today.

19 Q Has that gone up or down in the years since you've
20 been working at NextGear?

21 A It has increased.

22 Q You don't know what the dealers' names are that have
23 a \$40 million line of credit?

24 MR. VINK: Object to form. You can answer.

25 A I mean, I can give you a couple of names of our

1 largest accounts.

2 Q Yeah.

3 A I don't know that they're exactly \$40 million.

4 Q Okay.

5 A Hertz Corporation, Wholesale, Inc. Those would be
6 probably two of our bigger ones.

7 Q Does NextGear do any business with, like, the
8 Enterprise rental car?

9 A No.

10 Q Do you know what Hertz uses its line for?

11 A It's my understanding it's for their car sales
12 division. It's a very short time frame that they're
13 on floorplan.

14 Q Do you know how many dealers would have been doing
15 business with NextGear from 2005 through 2012 but
16 would not have been doing business in 2013?

17 A I could provide a guess. If you -- complete estimate
18 here, but dealers who may have been terminated,
19 right? Is that what you're getting at, dealers
20 who --

21 Q Who no longer do business with DSC, for whatever
22 reason. I know you said there was about a 5 percent
23 turnover earlier.

24 A Yeah. It could be -- again, I don't have the
25 information in front of me. But a pure guess for

1 that time frame might be, I don't know, four to five
2 thousand dealers. Pure guess.

3 Q That's something you could find out through the
4 system, though?

5 A Yeah.

6 Q And NextGear would have a record of the relationship
7 between a particular dealer and NextGear/DSC for each
8 transaction that that dealer has done with NextGear
9 or DSC?

10 A Correct. We have a history of all the transactional
11 volume for a particular dealer, as a dealer with DSC
12 and NextGear.

13 Q And it would be similar to what was Exhibit B to your
14 affidavit?

15 A Correct. That's where -- this report was created
16 using that data.

17 MR. AIREY: I'm sorry. I'm trying to narrow this
18 down for you. It's good I'm pausing. We've gone
19 over some of this.

20 Actually, if we could take a five-minute break.

21 (A recess was taken.)

22 Q With the affidavit that you drafted, on page 3, at
23 paragraphs 24, 25, and 26 -- well, let's go 24 and
24 25. You say many dealers in the proposed class
25 defaulted on their obligations to NextGear, correct?

1 A Correct.

2 Q And you know that from a review of the records at
3 NextGear?

4 A Correct.

5 Q And there's also many dealers that have defaulted on
6 their obligations as well, too?

7 A Correct.

8 Q And you know that from looking at NextGear's records?

9 A Correct.

10 Q Did you do a generalized search of NextGear's records
11 to prepare this affidavit?

12 A Personally, no. I relied on other information
13 provided.

14 Q Who provided that information to you?

15 A I can't say exactly who.

16 Q You don't remember, or is it because it was an
17 attorney that provided it to you?

18 A Yeah, I don't know who actually pulled the
19 information.

20 Q Did you review any documents to determine whether the
21 dealers defaulted -- many dealers defaulted?

22 A I know it to be true because I'm heavily involved
23 with that -- with the data presented inside of our
24 system regarding that and am familiar with the
25 dealers who defaulted and, ultimately, are charged

1 off.

2 Q On a global level, because of the reporting that you
3 do, that's how you're familiar with those?

4 A Sure. But I'm familiar with the -- some of the
5 dealers themselves.

6 Q Are you familiar with all the dealers that default?
7 I mean, is that something that you look at, each
8 individual account when there's a default?

9 A I do not review each individual account and determine
10 a default needs to occur or has occurred. But I do
11 see a list, both a detailed list and, obviously,
12 summary information too, that details all that
13 information.

14 Q And that's something that's reported to you in the
15 ordinary course of your job?

16 A Correct.

17 Q How is that reported to you? Is that an e-mail that
18 you get or a company memo?

19 A Today we receive an e-mail every morning that details
20 dealers who have defaulted.

21 Q And have you always had some interaction with the
22 dealers that have defaulted, in all your previous
23 positions at NextGear?

24 A I would say I became more involved as controller.

25 Q When you were controller, how would you get notified

1 of a dealer default?

2 A I can't recall.

3 Q Would it be in writing, though, generally, that you
4 would have been notified, with a list of dealers?

5 A I can't recall.

6 Q Do you have any role in any legal process that
7 NextGear files against any dealer that has defaulted?

8 A Potentially. It's not a standard practice for me to
9 be involved in that.

10 Q So other than the one case that we talked about
11 earlier, where you testified in, do you routinely
12 prepare affidavits for any defaults or legal process?

13 A Yeah. I'll be asked -- either myself or my team will
14 be asked for information surrounding certain
15 defaults. Again, it's not a checkbox, you know,
16 every single default is coming through us.

17 Q You said not every single default comes through you?

18 A Correct. I mean, I have no -- I cannot determine a
19 default. And I'm also not necessarily providing
20 information, financial information, related to every
21 single default. A lot of that resides in our system.

22 Q Do you perform an analysis to find out why somebody's
23 defaulted on a loan?

24 A I do not.

25 Q Do you know who does?

1 A Yeah. That would be our risk department.

2 Q Do you review that information on why someone's
3 defaulted, or is it more you just log in the
4 information once one has happened?

5 A That information is available to me if I would like
6 to review it. Again, I don't need to. I'm not the
7 one that's actually defaulting that account.

8 Q So you wouldn't routinely look at that information?

9 A No.

10 Q Did you look at that information for this litigation?

11 A Yes, I'm familiar with some of the details around it.

12 Q The details for why dealers in the proposed class
13 would have defaulted or just these particular dealers
14 that are named?

15 A Just the named dealers.

16 Q Now, as far as any contracts that NextGear or DSC
17 would have had with or has with the auctions
18 themselves, do you have any role in negotiating those
19 contracts?

20 A No, I do not.

21 Q Do you review those contracts?

22 A Today, sometimes I'm asked to sign them as
23 representative of NextGear.

24 Q And that's in your job that you have now since 2015?

25 A Correct.

1 Q Prior to 2015 would you have reviewed those --

2 A No.

3 Q -- contracts?

4 A No, I would not.

5 Q And you also wouldn't have had any role in signing a
6 particular individual dealer up to a particular
7 contract with NextGear?

8 A No.

9 Q Are you familiar with the Auction Insurance Agency?

10 A Yes.

11 Q What's your role in dealing with Auction Insurance
12 Agency on behalf of NextGear?

13 A I do not have a direct role.

14 MR. VINK: I was going to say for what time
15 frame?

16 Q How about for any time that you've worked at
17 NextGear.

18 A For any time I've not had a direct role with them.

19 Q So you don't report dealers to Auction Insurance
20 Agency?

21 A I do not.

22 Q Did you supervise the people that did?

23 A No, I did not.

24 Q With Auction Insurance Agency, there's several
25 paragraphs in your affidavit that you discuss that.

1 Have you become familiar with that in the course
2 of -- or with that agency or reporting process during
3 the course of this litigation?

4 A With Auction Insurance Agency?

5 Q Yes.

6 A No. I have had general knowledge of that
7 relationship for -- throughout the course of my
8 employment.

9 Q So you have some general knowledge of what Auction
10 Insurance Agency does. But as far as your role in
11 NextGear, you don't interact with them?

12 A That's correct. I'm aware of the relationship and
13 mutual benefit but not -- I do not have direct
14 involvement there.

15 Q Do you know who does have direct involvement with
16 them?

17 A It's my understanding the risk department does.

18 Q Do you know a Mr. John Fuller that may have worked at
19 NextGear?

20 A Yes.

21 Q Do you know where he is now?

22 A I do not.

23 Q Do you know when he left?

24 A He left after the acquisition.

25 Q Close in time to the acquisition or --

1 A Yes.

2 Q Do you have any role in setting salaries or bonuses
3 for the sales representatives?

4 A No, I do not.

5 Q Who would have a role at the company doing that?

6 A Well, their hiring manager would determine what their
7 salary is, through, you know, cooperation with our HR
8 department.

9 Q That's outside your scope of what you do at NextGear,
10 though?

11 A The salary piece, yeah. I mean, incentives, bonus
12 plans do fall under my responsibilities.

13 Q When you say it falls within your responsibilities,
14 do you have a role in setting what the salaries -- or
15 how bonuses or incentive plans for employees are --

16 A I have a collaborative role, I guess you'd say. I do
17 not set the bonus plan. I am asked for input and
18 guidance as those are developed.

19 Q What kind of input do you give?

20 A Just related to the data that they want to measure,
21 the actual dollar amounts that are proposed for that
22 bonus plan.

23 Q You mean on a companywide basis or for an individual?
24 Like, creating a pool of money for the sales
25 representatives, or is it on an individual basis?

1 A Yeah. No, just on an individual basis, like what
2 would be an appropriate amount to incentivize
3 someone.

4 Q And you do that for all the sales representatives?

5 A Yeah. Every incentive plan runs through finance.

6 Q Do you have any input in what the goals are that a
7 salesperson needs to reach in order to earn a bonus?

8 A No, I do not. Those are set by their -- the
9 operational folks.

10 Q Do you have any input in the metrics that may be used
11 to determine a particular goal or particular amount
12 of money that an individual sales representative
13 would get?

14 A Sure. My team is responsible for calculating the
15 incentive, so we use the data that comes out of our
16 system and calculate the incentive from that.

17 Q What data would you use?

18 A During that time frame? During this time frame here?
19 I can't recall exactly what would have been part of
20 the incentive plans. You know, guessing, it probably
21 would have been something revolving around
22 activations and -- you know, dealer activations and
23 new loan count.

24 Q And have those metrics changed over time?

25 A Sure.

1 Q What changes were made?

2 A They change every year. So I couldn't tell you
3 exactly each year what changes, but different metrics
4 are used each year.

5 Q Is it generally based on the dealer activation and
6 maybe default rate as well, too? Would those be
7 terms that were normally included?

8 A Sure. Potentially, yeah. It's generally based
9 around the activity that account executive manages
10 and that their portfolio generates.

11 Q With the merger purchase by Cox, did you have any
12 role in negotiating that merger?

13 A No, I did not.

14 Q Did you have any role in the integration of MAFS with
15 NextGear?

16 A Yes.

17 Q What did you do with that?

18 A Just assisted with the combination of financial
19 statements, the combination of the securitization
20 facilities for both companies. Just, you know, a
21 whole litany of those things. Those are the main
22 overarching themes there.

23 Q You would have been in charge of integrating any
24 salesperson training, anything like that, with --

25 A No, I do not train the salespeople.

1 Q How about the contracts that the salespeople would
2 have used? Did you have any role in the integration
3 of those contracts between MAFS and DSC?

4 A No. That was handled through our legal team.

5 Q Before, you stated that there was a mutual benefit
6 between the auto auction agency and NextGear. Could
7 you explain what you mean by "mutual benefit"?

8 A Sure. So we provide information to them, you know,
9 such as a defaulted dealer, that they can -- you
10 know, they choose to do with it what they want. I
11 mean, they can, you know, enter that dealer into the
12 KO book, if they choose.

13 We also receive data back from them of the
14 dealers that are listed in the KO book, and that
15 information is used to make credit decisions at
16 NextGear.

17 Q With the reporting that you do now on a monthly
18 basis, are you receiving reports from the people that
19 you supervise and then putting them into a different
20 form to give to the persons you report to?

21 A Which reports?

22 Q Like a monthly report. Would you have a profit and
23 loss statement?

24 A Financial statements? Those are -- financial
25 statements are generated out of our accounting

1 software, so there's no manipulation, if you will, of
2 those.

3 Q I assume you're familiar with the term "float"?

4 A Yes.

5 Q And in this case the delay between the time that
6 NextGear or DSC would fund an auction for a car
7 versus the time that the dealer's being charged
8 interest would be the float, correct?

9 A No, I would not call it a float.

10 Q What would you call that?

11 A I would call that the period between the floorplan
12 date and the date that the auction was funded.

13 Q And during that time frame DSC or NextGear hadn't
14 actually sent any money to the auction at all,
15 correct?

16 MR. VINK: Object to the form. You can answer.

17 A Can you rephrase that?

18 Q From the time that the dealer purchased the vehicle
19 from an auction and NextGear sends the money to that
20 auction, there's a delay period in some instances,
21 correct?

22 A In some instances, yes, there can be a delay.

23 Q Does NextGear keep track of the time between the day
24 that a transaction is funded versus the day that it
25 was first requested?

1 A The information resides in the system. It is not a
2 metric or a data point that we review frequently.

3 Q But you do review that sometimes, correct?

4 A I've seen data around it, yeah.

5 Q What was the purpose for that data?

6 A Just to investigate, make sure that vehicle was still
7 a valid floorplan.

8 Q So the system could generate that information for
9 each transaction, correct?

10 A Yeah, those data points reside in the system for
11 every transaction. And those are the same data
12 points shown on this report.

13 Q Let's make it easier. Let's walk through one of the
14 transactions here. If we go to page NGR000012, which
15 is page 2 of Exhibit B that was attached to your
16 affidavit, if we go to the column starting underneath
17 where it says "Total for - 8/17/2011," it's stock
18 number 13. It says "2000 Saturn S-Series SL2." Walk
19 me through that transaction.

20 A Sure. I mean, based on the facts here, dealer would
21 have purchased the vehicle at Oak View Auto Auction
22 on August 5, 2011. That auction would have
23 transmitted that flooring information to DSC at the
24 time, on the same date, August 5, 2011, and -- you
25 know, under the terms there noted to the right. And

1 then that third date there is completed date,
2 August 17, 2011.

3 Based on that information there, you know, it's
4 easy to reason that we had an agreement with the
5 auction to fund that vehicle either on notice of
6 title or on possession of title. And that's why
7 the -- sorry. Let me get my dates right. It's the
8 one underneath it. So, yeah, that's why on the 18th
9 of August the funding occurred.

10 Q When you say "the funding occurred," that's the day
11 that NextGear sent funds to Oak View Auction in this
12 case?

13 A That's correct.

14 Q But you're not familiar with the terms or contents of
15 the Oak View Auction agreement between NextGear
16 and -- in this case it was DSC and -- well, between
17 Oak View Auction and DSC?

18 A I don't have that document in front of me, no. I can
19 make a reasonable --

20 Q If we go to NGR000014 -- it's page 4 -- toward the
21 bottom of the page it's stock number 58. It's a 1997
22 Ford Explorer.

23 A Yes.

24 Q Can you walk me through that transaction as well?

25 A Sure. Dealer would have purchased that vehicle at

1 Oak View Auto Auction on August 26, 2011. That
2 auction would have sent that information to DSC on
3 the same date, August 26. And that dealer -- the
4 dealer, ultimately, paid that vehicle off, completed
5 it on September 12, 2011. And, again, same thing.
6 They would have -- the auction received -- or we sent
7 funding to the auction on October 7, 2011.

8 Q And that August 26 date, the flooring date, that's
9 the day that DSC would have been charging, started
10 charging, Red Barn Motors interest?

11 A Yes, that's correct. That's the day they started
12 utilizing their floorplan for that vehicle.

13 Q Now, this document, which is Exhibit B that was
14 created for this litigation, is this something also
15 that a dealer would be able to create?

16 A This exact form? No. This is created specifically
17 for this case. The dealer does have access to
18 reporting that's very similar, that has all the same
19 information on it.

20 Q It would have the "Total for" date on it?

21 A I believe it would, yes.

22 Q Is there any indication on here of what "Total for"
23 means?

24 A On this report it does not specifically say, but we
25 understand that to be the case, that it's the total

1 amount funded on that particular day. I believe the
2 reporting available to the dealer is a little more
3 descriptive.

4 Q Have you seen more descriptive reporting that's
5 available to the dealer than this?

6 A To the extent that this -- this report has a lot of
7 information on it. Again, I can't say exactly if
8 every single column on here is on the report that
9 they see, but, you know, to my -- yeah, I would say
10 that all those are -- in one form or another, all
11 that information is on the reporting, the Receivable
12 Detail Report that the dealer has access to.

13 MR. AIREY: I don't have additional copies of
14 this. This was an exhibit that we used yesterday,
15 Exhibit 17.

16 MR. VINK: Okay.

17 Q You stated that dealers can get the Receivable Detail
18 Report. Is this one of the reports that you were
19 discussing?

20 A This is a Receivable Detail Report, yes.

21 Q Okay. That's something that the dealer would have?

22 A Yes.

23 Q Get? Okay. Can you show me where the "Total for"
24 column is on that?

25 A On this report there's not a "Total for" amount.

1 Q Okay. Is there a day that shows when NextGear paid
2 the auction on that report?

3 A Yes. There is a column labeled "Days." That is the
4 number of days that that vehicle has been on
5 floorplan. You can run that back to the floordate
6 and determine kind of when that floorplan started.
7 Sorry. Did you -- restate your question.

8 Q What I was asking is, does that document, anywhere in
9 that document, show when NextGear or DSC --

10 A Sorry.

11 Q -- paid the auction?

12 A No, it does not. I don't know why that would be
13 important to them.

14 MR. AIREY: Can we take a little break? We're
15 pretty much toward the end.

16 MR. VINK: Okay.

17 (A recess was taken.)

18 Q Earlier you mentioned Lucas Hancock, I believe?

19 A Yes.

20 Q And he is the director of customer experience now?

21 A Correct.

22 Q Okay. Who was in that role before him?

23 A I couldn't tell you. It's a new role as well, within
24 the last couple of years.

25 Q Was there somebody that did a similar role prior to

1 this role being created?

2 A During this time frame there would not have been
3 someone in that position.

4 Q There was still a -- was there a call center during
5 the time frame of the Red Barn transactions?

6 A During a portion of that time frame.

7 Q When did the call center start?

8 A I believe it was around 2010, 2011.

9 Q What did the dealers do prior to 2010, 2011 when they
10 wanted to contact DSC?

11 A They contacted their account executive.

12 Q And then he would go to a regional director? He
13 would report to a regional director then?

14 A Yeah, he reported to a regional director. Whether or
15 not he went to that director with every single
16 issue --

17 Q And then who would the regional directors report to?

18 A During this time I believe we had maybe a couple of
19 vice presidents of operations. I don't recall
20 exactly the org structure back then.

21 Q Do you know the names of any of those people?

22 A I'm trying to think. I'm not sure who was in those
23 positions back then.

24 Q Are those people still with the company now, just in
25 different roles?

1 A I mean, I don't know who it would have been. I mean,
2 we -- yeah, it's hard to say.

3 Q So you just don't have any recollection of who those
4 people were?

5 A No.

6 Q So you wouldn't have had a lot of interaction with
7 them?

8 A Well, I would have. I just don't know, in 2009 or
9 2010, what the org structure was exactly or who was
10 in each role.

11 Q In your current role do you participate in monthly
12 financial review meetings?

13 A Yes.

14 Q And who usually attends those meetings?

15 A All of the executive team of NextGear.

16 Q That's, like, the CEO, the CFO?

17 A Yeah, the C-level and the vice presidents.

18 Q Do you take minutes at those meetings?

19 A No.

20 Q How about notes?

21 A No.

22 Q Does anybody?

23 A People may take individual notes as they see fit, but
24 there's no standard format.

25 Q Are the financial statements circulated prior to the

1 meetings?

2 A Yeah, they're circulated ahead of time.

3 Q What's generally included in those financial review
4 meetings? What data do you look at?

5 A We look at, you know, financial -- you know, an
6 income statement view. We definitely look at our
7 defaults and charge-offs. Also, you know, do a
8 little bit of forecasting and looking ahead.

9 Q For your position, do you have any policies,
10 procedure books that you routinely look at that may
11 have been created specifically for NextGear?

12 A I mean, there are NextGear policies, yes. They're
13 available to the entire company.

14 Q Do you have any specific ones that are just for your
15 department?

16 A Sure.

17 Q What are those called?

18 A Travel/entertainment expense policy. We have payment
19 posting policies. That's generally -- you know, a
20 couple of the main ones. There could be others.

21 Q Do you have policies regarding the withdrawal or
22 termination of credit from customer dealers?

23 A We do have a policy around charge-offs and defaults,
24 so yes.

25 Q Does your department handle when something is charged

1 off, or is that more for the risk people?

2 A It's a collaborative effort today between both
3 departments.

4 Q When you say "today," you mean since 2015, when you
5 took over, or --

6 A Yes. And I can't speak to exactly how it operated
7 back then. It certainly was always a risk function
8 with finance involvement. But, you know, in the past
9 couple of years we clearly have more involvement
10 there.

11 Q Did you have any role in creating any of those
12 policies?

13 A During this time frame? No, I did not.

14 Q Do you have a role now in creating them?

15 A It's a collaborative role, sure. Certainly with
16 policies that affect finance, I'm involved and have
17 been involved. I currently sit on a policy review
18 committee.

19 Q Who else sits on that committee?

20 A There are -- there's a VP of operations, VP of risk,
21 VP of legal.

22 Q Who's --

23 A Along with the audit team.

24 Q Who's the vice president of legal?

25 A Rick Wright.

1 MR. AIREY: I think, with that, we pass the
2 witness.

3 MR. VINK: All right. We have nothing on
4 cross-examination. We will take signature. You can
5 go ahead and send that to me, and I'll deliver it to
6 the witness.

7 MR. AIREY: I did want to attach what's RB2178.
8 It was Exhibit 17 from the prior deposition. So if
9 you want to use that copy instead of this copy,
10 because this one's got writing on it, if that's okay
11 with you all. But we can cross-reference it, however
12 you want to do it.

13 MR. VINK: That's fine.

14 AND FURTHER THE DEONENT SAITH NOT

ADAM GALEMA

1 STATE OF INDIANA)
2) SS:
3 COUNTY OF HAMILTON)

4 I, Paula A. Morgan, Notary Public in Hamilton
5 County, Indiana, do hereby certify that the deponent
6 was, by me, sworn to tell the truth in the
7 aforementioned matter;

8 That the deposition was taken on behalf of the
9 Plaintiffs at the time and place heretofore mentioned
10 with counsel present as noted;

11 That the deposition was taken down by means of
12 Stenograph notes, reduced to typewriting under my
13 direction and is a true record of the testimony given
14 by said deponent and was thereafter presented to the
15 deponent for signature.

16 I do further certify that I am a disinterested
17 person in this cause of action; that I am not a
18 relative or attorney of any of the parties or
19 otherwise interested in the event of this action and
20 am not in the employ of the attorneys for the
21 respective parties.

22 IN WITNESS HEREOF, I have hereunto set my hand
23 and affixed my notarial seal this _____ day of
24 November, 2016.

25 _____
26 Paula A. Morgan, Notary Public

27 County of Residence: Hamilton

28 My Commission expires: October 9, 2024

Jake Airey
SHER GARNER CAHILL RICHTER KLEIN & HILBERT
909 Poydras Street, Suite 2800
New Orleans, Louisiana 70112

NOTICE OF DEPOSITION FILING

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

RED BARN MOTORS, INC., et al.,

Plaintiffs,

Docket No.

1:14-cv-01589-TWP-DKL

vs.

Class Action

COX ENTERPRISES, INC., et al.,

Defendants.

In compliance with the Indiana Rules of Procedure, Rules of the Industrial Board or Federal Rules of Procedure, pursuant to Indiana Supreme Court Order dated 10-1-86, you are hereby notified of the filing with Counsel for Plaintiffs of the deposition of ADAM GALEMA, taken on November 10, 2016.

(Date of Filing)

cc: Paul D. Vink

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Indianapolis, Indiana 46204
(317) 631-0940
www.associated-reporting.com

Receivable Detail Report



Receivable Detail Report

Customer Profile		Market Info & Account Profile	
Region	Not Selected	Market	Not Selected
Business	Red Barn Motors, Inc.(61099)	Report Date	FRI, 04/26/2013 03:21:08 PM
Exclude Default Dealers	False	Requested By	Gary Hoke
Exclude Account Level Charges	False	Include Comments No	
Name:	Red Barn Motors, Inc.	Market:	Baton Rouge (180)
Dealer Id:	61099	Market Phone:	(225)620-1660
Address Line 1:	2607 La Hwy 16	Dealer Status:	DL
Address Line 2:		Lot Audit:	Incomplete
City, State, ZIP:	Denton Springs, LA 70726	Unapplied Funds:	\$9.12
Phone:	(225)665-7770	Reserved Funds:	\$0.00
Fax:	(225)665-7716		
Fee Type	Description	Amount Due	Date Encurred
NSF		\$25.00	03/15/2013
NSF		\$25.00	03/15/2013
Repo (Account)	LA Auto Transport Inv#4159	\$200.00	04/29/2013
Repo (Account)	Is auto transport ic #28624034,4035,4036,4037,4038 SK#511-467,477,412,495,450	\$2,760.00	04/05/2013
NSF		\$25.00	03/15/2013
NSF		\$25.00	03/15/2013
NSF		\$25.00	03/15/2013
Repo (Account)	LA Auto Transport LLC Inv#21293807	\$520.00	04/22/2013
Total Account Charges for Red Barn Motors, Inc.(61099)		\$25.00	03/14/2013
Loc Type	Approved Credit	Temp. Credit	Temp. Expiration
Loc Type	Outstanding	Total Credit	Term Plan



RB 2178

Total Line of Credit for Red Barn Motors, Inc. (61098)											Term Plan												
Loc Type			Approved Credit			Temp. Credit			Temp. Expiration			Total Credit			Outstanding			Credit Available			Term Plan		
Retail (Buyer)			\$200,000.00			\$0.00			\$200,000.00			\$209,998.15			\$0.00			\$0.00			5/5/30/30 - F5/30/70 -- R4.5 -- C%16/20		
Last	First	Middle	Vehicle	Year	Color	VIN	Stk #	TS	Due	Days	Source	Original	Principal	One Day	Interest	Insurance	Fee	Other	Total				
DOB	SSN	Driver's License	State	Expiry	Expiry	Expiry	Expiry	Expiry	Expiry	Expiry	Expiry	Bal.	Bal.	Bal.	Bal.	Bal.	Bal.	Bal.	Bal.	Bal.	Bal.		
10/15/12	168	01/17/13	SAL	2002 Chevy Subu	VIN	3JNEM11A72C103089	303	ST	03/18/13	5	Oak View Auto Auction	\$2,175.00	\$2,175.00	\$2,175.00	\$0.00	\$186.64	\$0.00	\$186.64	\$0.00	\$2,175.00	\$2,175.00		
10/15/12	169	02/07/13	SAL	2001 Chevy Silverado	VIN	1G1HE2817GCS1572	416	TR	03/11/13	5	Oak View Auto Auction	\$4,275.00	\$2,177.46	\$2,177.46	\$0.00	\$270.00	\$0.00	\$270.00	\$0.00	\$2,177.46	\$2,175.00		
11/16/12	161	02/24/13	SAL	2002 Chevy Malib	VIN	1G11R8526E2589368	472	ST	03/20/13	5	Oak View Auto Auction	\$5,985.00	\$2,16.46	\$2,16.46	\$0.00	\$70.00	\$0.00	\$185.00	\$0.00	\$185.00	\$185.00		
11/16/12	161	02/24/13	REP	2006-Pont Gstar	VIN	1G234M522YF110255	426	AU	03/18/13	5	Oak View Auto Auction	\$1,950.00	\$4,075.00	\$1,950.00	\$0.00	\$185.00	\$0.00	\$185.00	\$0.00	\$185.00	\$185.00		
12/05/12	141	04/04/13	DIS	2005 Toyota Avan	VIN	4T1BF2881Y013598	139	AU	04/26/13	3	Oak View Auto Auction	\$1,950.00	\$4,046.00	\$4,046.00	\$0.00	\$70.00	\$0.00	\$175.00	\$0.00	\$175.00	\$175.00		
12/05/12	141	04/04/13	DIS	2005 Toyota Avan	VIN	4T1BF2881Y013598	140	AU	04/26/13	3	Oak View Auto Auction	\$4,576.00	\$0.00	\$0.00	\$0.00	\$174.00	\$0.00	\$174.00	\$0.00	\$174.00	\$174.00		
12/05/12	140	03/07/13	SAL	2005 Dodge Duran	VIN	1B4PH36R8F559494	445	ST	04/22/13	3	Oak View Auto Auction	\$3,375.00	\$0.00	\$0.00	\$0.00	\$150.00	\$0.00	\$150.00	\$0.00	\$150.00	\$150.00		
12/11/12	136	02/11/13	SAL	2002 Ford Explor	VIN	1FM2L30E72U842515	446	ST	03/13/13	5	Louisiana's 1st Choice Auto Auction	\$3,920.00	\$0.00	\$0.00	\$0.00	\$140.00	\$0.00	\$140.00	\$0.00	\$140.00	\$140.00		
12/11/12	136	04/04/13	DIS	2004 Dodge Cars	VIN	1B3GF5R8AS5462012	449	AU	04/26/13	3	Louisiana's 1st Choice Auto Auction	\$3,620.00	\$0.00	\$0.00	\$0.00	\$140.00	\$0.00	\$140.00	\$0.00	\$140.00	\$140.00		
12/11/12	138	04/04/13	DIS	2001 Sias F150	VIN	1HEDD2E865C829567	450	AU	04/26/13	5	Louisiana's 1st Choice Auto Auction	\$8,440.00	\$0.00	\$0.00	\$0.00	\$140.00	\$0.00	\$140.00	\$0.00	\$140.00	\$140.00		
12/11/12	136	04/04/13	DIS	2006 Honda Crys	VIN	SFNRL3R72B471737	472	AU	04/26/13	5	Louisiana's 1st Choice Auto Auction	\$5,410.00	\$0.00	\$0.00	\$0.00	\$116.50	\$1.21	\$1.21	\$0.00	\$116.00	\$116.00		
12/11/12	136	02/11/13	RND	2004 Ford F150	VIN	1FPPX1254NA0854	463	ST	03/19/13	5	Louisiana's 1st Choice Auto Auction	\$5,240.00	\$4,776.00	\$4,776.00	\$0.00	\$140.00	\$0.00	\$140.00	\$0.00	\$140.00	\$140.00		
12/11/12	126	02/19/13	SAL	2003 Toyota Tund	VIN	5FTB1B2145S33110	460	PR	03/21/13	5	Oak View Auto Auction	\$2,550.00	\$0.00	\$0.00	\$0.00	\$140.00	\$0.00	\$140.00	\$0.00	\$140.00	\$140.00		
12/11/12	126	02/19/13	SAL	2002 Ford Wind	VIN	2P7BA2144ZB397633	461	PR	03/21/13	5	Oak View Auto Auction	\$1,125.00	\$2,150.00	\$2,150.00	\$0.00	\$140.00	\$0.00	\$140.00	\$0.00	\$140.00	\$140.00		
12/28/12	119	04/04/13	DIS	2000 GMC Gen	VIN	1C5EP4R219Y1256391	465	AU	04/26/13	3	Oak View Auto Auction	\$3,775.00	\$0.00	\$0.00	\$0.00	\$140.00	\$0.00	\$140.00	\$0.00	\$140.00	\$140.00		
12/28/12	119	04/04/13	DIS	2003 Ford Must	VIN	1FADP4104543437588	470	AU	04/26/13	3	Oak View Auto Auction	\$4,375.00	\$0.00	\$0.00	\$0.00	\$150.00	\$0.00	\$150.00	\$0.00	\$150.00	\$150.00		
01/11/13	106	04/17/13	REP	2003 GMC Star	VIN	1EM2A25131N583	471	AU	04/26/13	3	Oak View Auto Auction	\$4,075.00	\$2,687.50	\$2,687.50	\$0.00	\$140.00	\$0.00	\$140.00	\$0.00	\$140.00	\$140.00		
01/11/13	105	04/17/13	DIS	2005 GMC Star	VIN	1EM2A24676G17200	472	AU	04/26/13	5	Oak View Auto Auction	\$2,350.00	\$1,280.00	\$1,280.00	\$0.00	\$125.00	\$0.00	\$125.00	\$0.00	\$125.00	\$125.00		
01/11/13	105	04/04/13	DIS	2001 GMC Viva	VIN	4K2C514951B211751	473	PR	03/21/13	5	Oak View Auto Auction	\$1,680.00	\$1,680.00	\$1,680.00	\$0.00	\$125.00	\$0.00	\$125.00	\$0.00	\$125.00	\$125.00		
01/11/13	105	04/04/13	DIS	2002 GMC Viva	VIN	4K2C514951B211752	475	AU	04/26/13	3	Oak View Auto Auction	\$2,550.00	\$0.00	\$0.00	\$0.00	\$125.00	\$0.00	\$125.00	\$0.00	\$125.00	\$125.00		
01/11/13	105	04/04/13	DIS	2002 GMC Viva	VIN	4K2C514951B211753	477	AU	04/26/13	3	Oak View Auto Auction	\$2,450.00	\$880.00	\$880.00	\$0.00	\$125.00	\$0.00	\$125.00	\$0.00	\$125.00	\$125.00		
01/11/13	101	04/20/13	DIS	1997 Acura Inte	VIN	JH4DA76570U5044	484	PR	03/26/13	5	Oak View Auto Auction	\$2,550.00	\$2,500.00	\$2,500.00	\$0.00	\$125.00	\$0.00	\$125.00	\$0.00	\$125.00	\$125.00		
01/28/13	91	04/26/13	SAL	2004 Ford F150	VIN	1FTM2A251646A78572	481	PR	03/26/13	5	Oak View Auto Auction	\$3,275.00	\$2,275.00	\$2,275.00	\$0.00	\$125.00	\$0.00	\$125.00	\$0.00	\$125.00	\$125.00		
01/25/13	91	04/04/13	DIS	1988 GMC Env	VIN	1GND12401K037200	482	AU	04/26/13	5	Oak View Auto Auction	\$2,250.00	\$155.00	\$155.00	\$0.00	\$125.00	\$0.00	\$125.00	\$0.00	\$125.00	\$125.00		
01/25/13	91	04/04/13	DIS	2001 Toyota Cami	VIN	4T1BG2R211U22052	484	AU	04/26/13	5	Oak View Auto Auction	\$3,275.00	\$0.00	\$0.00	\$0.00	\$125.00	\$0.00	\$125.00	\$0.00	\$125.00	\$125.00		
01/25/13	91	04/26/13	DIS	2006 Chevy 100	VIN	2G3A3R385P35550	485	PR	03/26/13	5	Oak View Auto Auction	\$1,713.00	\$17,713.00	\$17,713.00	\$0.00	\$125.00	\$0.00	\$125.00	\$0.00	\$125.00	\$125.00		
01/25/13	91	04/04/13	DIS	2005 Toyota Avel	VIN	4T1BG2R211U22054	486	AU	04/04/13	5	Oak View Auto Auction	\$11,980.00	\$1,980.00	\$1,980.00	\$0.00	\$125.00	\$0.00	\$125.00	\$0.00	\$125.00	\$125.00		
01/25/13	91	04/04/13	DIS	1997 Dodge Gran	VIN	1B3GP2H251P05506	487	AU	04/04/13	5	Oak View Auto Auction	\$3,575.00	\$459.24	\$459.24	\$0.00	\$125.00	\$0.00	\$125.00	\$0.00	\$125.00	\$125.00		

Floor	Last Date	Vehicle	Cr. Description	VIN	Stk #	TS	Disb.	Source	Original Amt.	Principal Bal.	Interest Bal.	Fee	Insurance	Other	Total
01/26/13	91 04/04/13 DIS	2003 Nissan Maxi	Geo JN1DA010375197978	408 AU 04/15/13 S	162 ST 03/26/13 S	Oak View Auto Auction	\$593.00	\$111.57	\$111.57	\$0.00	\$155.90	\$0.00	\$153.69	\$390.57	
01/26/13	81 RHD 2000 Ford Mustang	Red 1EFA742K7Y123006	492 AU 04/26/13 S	493 AU 04/26/13 S	Oak View Auto Auction	\$8,775.00	\$0.00	\$225.00	\$225.00	\$0.00	\$288.00	\$0.00	\$288.00	\$4,455.34	
02/26/13	94 04/26/13 DIS	1996 Chevy C3500	500 1GRRH3C3R9P471983	493 AU 04/26/13 S	Oak View Auto Auction	\$2,450.00	\$0.00	\$155.00	\$155.00	\$0.00	\$133.60	\$0.00	\$133.60	\$7,026.23	
02/27/13	84 04/27/13 DIS	2008 Hyundai Santa Fe	5NPFTR4GK81319642	494 AU 04/27/13 S	Oak View Auto Auction	\$4,775.00	\$0.00	\$165.00	\$165.00	\$0.00	\$153.90	\$0.00	\$153.90	\$11,382.24	
02/28/13	77 SAIU 2001 Chevy PT C	Blk 3C5FV4B07131458	495 ST 04/28/13 S	Oak View Auto Auction	\$3,575.00	\$0.00	\$156.00	\$156.00	\$0.00	\$153.90	\$0.00	\$153.90	\$4,008.36		
02/28/13	77 REP 2003 Chevy Malibu	Red 1G1RD2B2B1514955	497 AU 04/28/13 S	Oak View Auto Auction	\$2,750.00	\$0.00	\$155.00	\$155.00	\$0.00	\$153.90	\$0.00	\$153.90	\$3,787.07		
02/28/13	77 04/28/13 DIS	2009 Mazda MPV	BLU JMSLV2BG5P0138514	499 AU 04/28/13 S	Oak View Auto Auction	\$805.00	\$0.00	\$85.00	\$85.00	\$0.00	\$85.00	\$0.00	\$85.00	\$815.01	
02/28/13	77 04/28/13 DIS	1989 Dodge Ram	550 FR 04/28/13 S	Oak View Auto Auction	\$3,375.00	\$0.00	\$155.00	\$155.00	\$0.00	\$153.90	\$0.00	\$153.90	\$3,604.96		
02/28/13	71 04/28/13 DIS	2005 Chevy Malibu	Whi 1G1ND05PF5K1120747	501 AU 04/28/13 S	Louisiana's 1st Choice Auto Auction	\$2,565.00	\$0.00	\$165.00	\$165.00	\$0.00	\$163.90	\$0.00	\$163.90	\$1,302.13	
02/28/13	73 04/28/13 DIS	2005 Ford F150	Gal 1F7PK12565BA07525	502 AU 04/28/13 S	Louisiana's 1st Choice Auto Auction	\$5,245.00	\$0.00	\$1,375.00	\$1,375.00	\$0.00	\$851.68	\$0.00	\$851.68	\$1,069.68	
02/28/13	73 04/28/13 DIS	1992 Ford F150 V8	2FDFR15K2H5000303	503 AU 04/28/13 S	Louisiana's 1st Choice Auto Auction	\$3,095.00	\$0.00	\$1,125.00	\$1,125.00	\$0.00	\$85.00	\$0.00	\$85.00	\$1,303.20	
02/28/13	73 04/28/13 DIS	2002 Chevy Malibu	Blk 1NAA11D72C1298644	505 AU 04/28/13 S	Louisiana's 1st Choice Auto Auction	\$5,245.00	\$0.00	\$1,375.00	\$1,375.00	\$0.00	\$85.00	\$0.00	\$85.00	\$1,302.24	
02/28/13	73 REP 1998 Saturn S Series	Gal 168ZTH2R28547232561	506 FR 04/28/13 S	Louisiana's 1st Choice Auto Auction	\$2,195.00	\$0.00	\$1,195.00	\$1,195.00	\$0.00	\$85.00	\$0.00	\$85.00	\$2,477.80		
02/28/13	73 REP 1998 Saturn S Series	Gal 168ZTH2R28547232561	507 AU 04/28/13 S	Oak View Auto Auction	\$5,875.00	\$0.00	\$1,250.00	\$1,250.00	\$0.00	\$85.00	\$0.00	\$85.00	\$524.77		
02/28/13	73 REP 1998 Saturn S Series	Gal 168ZTH2R28547232561	508 ST 04/28/13 S	Oak View Auto Auction	\$6,905.00	\$0.00	\$165.00	\$165.00	\$0.00	\$163.90	\$0.00	\$163.90	\$5,376.53		
02/28/13	70 04/04/13 DIS	2002 Ford Econoline	Blk 1FM2L167E0227383407	509 AU 04/28/13 S	Oak View Auto Auction	\$6,010.00	\$0.00	\$160.00	\$160.00	\$0.00	\$143.90	\$0.00	\$143.90	\$5,175.76	
02/28/13	70 RHD 1995 Life Kart	Whi 4RFA2A010300527572	510 FR 04/28/13 S	Oak View Auto Auction	\$2,285.00	\$0.00	\$165.00	\$165.00	\$0.00	\$143.90	\$0.00	\$143.90	\$5,685.61		
02/28/13	70 SAU 2002 Chevy Silverado	Whi 1GCE315T322147470	511 AU 04/28/13 S	Oak View Auto Auction	\$2,850.00	\$0.00	\$160.00	\$160.00	\$0.00	\$143.90	\$0.00	\$143.90	\$2,477.80		
02/28/13	70 SAU 2001 Dodge Ram	Whi J141NB55151202145022	512 FR 04/28/13 S	Oak View Auto Auction	\$2,480.00	\$0.00	\$165.00	\$165.00	\$0.00	\$143.90	\$0.00	\$143.90	\$2,108.53		
02/28/13	70 SAU 1999 Dodge Ram	Whi 1GTEC14V2K45265037	513 AU 04/28/13 S	Oak View Auto Auction	\$1,480.00	\$0.00	\$165.00	\$165.00	\$0.00	\$143.90	\$0.00	\$143.90	\$1,045.22		
02/28/13	70 04/28/13 DIS	1991 Suzuki Sidekick	Whi 1YVGE31D25164559	514 AU 04/28/13 S	Oak View Auto Auction	\$4,775.00	\$0.00	\$185.00	\$185.00	\$0.00	\$143.90	\$0.00	\$143.90	\$4,395.76	
02/28/13	70 04/28/13 DIS	2006 Toyota RAV4	Whi JTF0A00020501352	515 AU 04/28/13 S	Oak View Auto Auction	\$3,790.00	\$0.00	\$160.00	\$160.00	\$0.00	\$143.90	\$0.00	\$143.90	\$3,425.13	
02/28/13	70 04/28/13 DIS	2001 Ford Econoline	Whi 1E2A9WP5K41822891	516 AU 04/28/13 S	Louisiana's 1st Choice Auto Auction	\$5,925.00	\$0.00	\$165.00	\$165.00	\$0.00	\$143.90	\$0.00	\$143.90	\$5,324.91	
02/28/13	70 04/28/13 DIS	2000 Chevy Tahoe	Whi 1GNEC13TX1149179	517 AU 04/28/13 S	Louisiana's 1st Choice Auto Auction	\$8,245.00	\$0.00	\$165.00	\$165.00	\$0.00	\$143.90	\$0.00	\$143.90	\$8,000.00	
02/27/13	5B 04/04/13 DIS	2000 GMC Yukon	Geo 3GKEC1673Y32029331	518 AU 04/04/13 S	Oak View Auto Auction	\$4,225.00	\$0.00	\$85.00	\$85.00	\$0.00	\$85.00	\$0.00	\$85.00	\$1,125.44	
03/07/13	56 04/04/13 DIS	2002 Jeep Liberty	Whi 1A4CK4K042H15445	519 AU 04/04/13 S	Oak View Auto Auction	\$3,575.00	\$0.00	\$85.00	\$85.00	\$0.00	\$85.00	\$0.00	\$85.00	\$3,156.73	
03/07/13	56 04/04/13 DIS	2000 Ford Edge	Whi 1FADK15400131917	520 AU 04/04/13 S	Oak View Auto Auction	\$2,900.00	\$0.00	\$20.00	\$20.00	\$0.00	\$85.00	\$0.00	\$85.00	\$2,855.86	
03/07/13	56 04/04/13 DIS	2006 Dodge Neon	Whi 1B305886125162440	521 AU 04/04/13 S	Oak View Auto Auction	\$2,850.00	\$0.00	\$155.00	\$155.00	\$0.00	\$85.00	\$0.00	\$85.00	\$1,915.34	
03/07/13	56 04/04/13 DIS	2009 Toyota Camry	Whi 4T159C66Y6U37610	522 AU 04/04/13 S	Oak View Auto Auction	\$1,135.00	\$0.00	\$125.00	\$125.00	\$0.00	\$85.00	\$0.00	\$85.00	\$1,025.87	
03/07/13	56 04/04/13 DIS	1984 Toyota Camry	Whi 4T1SK142C2R0420616	523 AU 04/04/13 S	Oak View Auto Auction	\$1,205.00	\$0.00	\$125.00	\$125.00	\$0.00	\$85.00	\$0.00	\$85.00	\$1,033.47	
03/07/13	56 04/04/13 DIS	2005 Toyota Camry	Whi 1B3E585C05515982	524 AU 04/04/13 S	Oak View Auto Auction	\$1,650.00	\$0.00	\$125.00	\$125.00	\$0.00	\$85.00	\$0.00	\$85.00	\$1,745.21	
Total Retail (Buyer)															
\$248,350.00 \$109,068.15 \$0.00 \$7,800.31 \$3,614.21 \$1,125.44															
Unit Count: 60															